

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1960

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
LEASE TERMINATION AGREEMENTS**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered its *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**GBRP Sale Order**”²), pursuant to which, among other things, the Debtors sold substantially all of their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the GBRP Sale Order.

“Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. 35/WCD Century South K/C Ltd. (“**35/WCD**”), as landlord, and Big Lots Stores – PNS, LLC as lessee, are parties to a lease for non-residential real property located at 801 E. William Cannon Drive, Austin, Texas 78745 (the “**E. William Cannon Lease**”).

3. Benessere Partners, LP, Benessere Partners II , LP and Lomas Property, LLC (“**Benessere**” and together with 35/WCD, the “**Landlords**”), as landlord, and Big Lots Stores, Inc., as lessee, are parties to a lease for non-residential real property located at 150 Eastern Shore Shopping Center Road, Fairhope, Alabama 36533 (the “**Fairhope Lease**” and together with the E. William Cannon Lease, the “**Leases**”).

4. In furtherance of the Designation Rights, GBRP and Landlords have agreed to terminate the Leases in exchange for valuable consideration, as detailed in the lease termination agreement (the “**Lease Termination Agreements**”) included as Exhibit B to the *Notice of Filing of Seventh Post-Closing Designation Notice* [D.I. 1960].

5. This Court’s entry of an order approving the entirety of the Lease Termination Agreements is a condition precedent to the effectiveness of the Lease Termination Agreements.

6. To that end, the parties request that this Court enter the proposed form of order approving the Lease Termination Agreements (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

7. Counsel for the Landlords and GBRP have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: February 14, 2025
Wilmington, Delaware

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